

UNITED STATES BANKRUPTCY COURT District of New Jersey		VOLUNTARY PETITION																					
Name of Debtor (if individual, enter Last, First, Middle): <b>Revel AC, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):																					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>27-4853856</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>27-4853856</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):																					
Street Address of Debtor (No. and Street, City, and State): 500 Boardwalk Atlantic City, New Jersey		Street Address of Joint Debtor (No. and Street, City, and State):																					
<b>ZIP CODE 08401</b>		<b>ZIP CODE</b>																					
County of Residence or of the Principal Place of Business: <b>Atlantic</b>		County of Residence or of the Principal Place of Business:																					
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																					
<b>ZIP CODE</b>		<b>ZIP CODE</b>																					
Location of Principal Assets of Business Debtor (if different from street address above):																							
<b>ZIP CODE</b>																							
<b>Type of Debtor</b> (Form of Organization) (Check one box.)		<b>Nature of Business</b> (Check one box.)																					
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other: Hospitality & Gaming																					
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).																					
		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																					
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 ( <i>amount subject to adjustment on 4/01/16 and every three years thereafter</i> ).  <b>Check all applicable boxes:</b> <input checked="" type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																					
<b>Statistical/Administrative Information</b>																							
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																							
<b>THIS SPACE IS FOR COURT USE ONLY</b>																							
<b>Estimated Number of Creditors*</b> <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
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<b>Estimated Assets*</b> <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>														
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Revel AC, Inc.
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)		
Location Where Filed:	District of New Jersey	Case Number: 13-16253
Location Where Filed:		Date Filed: 03/25/2013
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)		
Name of Debtor: See Annex "A"	Case Number:	Date Filed:
District: District of New Jersey	Relationship:	Judge:
<b>Exhibit A</b>		<b>Exhibit B</b>
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).
		X _____ Signature of Attorney for Debtor(s) (Date)
<b>Exhibit C</b>		
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
<b>Exhibit D</b>		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)		
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.		
If this is a joint petition:		
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.		
<b>Information Regarding the Debtor - Venue</b>		
(Check any applicable box.)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>		
(Check all applicable boxes.)		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)		
(Name of landlord that obtained judgment)		
(Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Revel AC, Inc.
<b>Signatures</b>		
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.            [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.            [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (if not represented by attorney) _____</p> <p>Date _____</p>		<b>Signature of a Foreign Representative</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.            (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<b>Signature of Attorney*</b> <p>X /s/Michael Viscount Signature of Attorney for Debtor(s) Michael Viscount Printed Name of Attorney for Debtor(s) Fox Rothschild LLP Firm Name Midtown Building, Suite 400 1301 Atlantic Avenue, Atlantic City, NJ 08401-7212 Address (609) 348-4515 Telephone Number 06-19-2014 Date _____</p>		<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

**Annex A**

**Bankruptcy Cases Concurrently Filed By  
Any Partner or Affiliate of the Debtor**

**The Debtor and each of the affiliated entities listed below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code:**

Revel AC, Inc.  
Revel AC, LLC  
Revel Atlantic City, LLC  
Revel Entertainment Group, LLC  
NB Acquisition, LLC  
SI LLC

**In addition, at the time of filing of these voluntary petitions, these entities collectively filed a motion seeking entry of an order jointly administering and consolidating for administrative purposes only these chapter 11 cases.**

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF  
REVEL AC, INC. AND THE SOLE MEMBERS OF REVEL AC, LLC, REVEL  
ATLANTIC CITY, LLC, REVEL ENTERTAINMENT GROUP, LLC, NB  
ACQUISITION, LLC AND SI LLC**

**Tuesday, June 17, 2014**

A telephonic meeting of the Board of Directors and sole member (the “Authorizing Body”), as applicable, of each of the following:

Revel AC, Inc., Revel AC, LLC, Revel Atlantic City, LLC, Revel Entertainment Group, LLC, NB Acquisition, LLC and SI LLC

(each, a “Company” and, collectively, the “Companies”), was held on Tuesday, June 17, 2014 at 6:00 p.m. Eastern Time. All attendees confirmed that they could hear and be heard.

In Attendance: Peter E. Murphy, Chairman of the Board  
Thomas M. Benninger, Board Member  
Jeffrey J. Dahl, Board Member  
William McBeath, Board Member

By invitation of the Board:

Scott Kreeger, President and Chief Operating Officer  
Terry Glebocki, Chief Financial Officer  
Loretta Pickus, General Counsel  
Morton A. Pierce, White & Case LLP  
John Cunningham, White & Case, LLP  
Richard Kebrdle, White & Case LLP  
Scott Greissman, White & Case LLP  
Gregory Owens, White & Case LLP  
Elizabeth Feld, White & Case LLP  
Barak Klein, Moelis & Company  
Shaun Martin, Winter Harbor LLC

**Meeting Called to Order**

The meeting was called to order by Mr. Murphy, Chairman of the Board. Ms. Pickus served as Secretary of the meeting. In addition to the discussion of several pending matters, the following resolutions were unanimously approved by the members of the Board of Directors of Revel AC, Inc. and by the respective sole members of Revel AC, Inc., Revel AC, LLC, Revel Atlantic City, LLC, Revel Entertainment Group, LLC, NB Acquisition, LLC and SI LLC.

**NOW, THEREFORE, BE IT:**

RESOLVED, that in the business judgment of each Authorizing Body, it is desirable and in the best interest of the Companies, their creditors, members and other interested parties, that

the Companies file petitions seeking relief under chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the foregoing chapter 11 petitions are approved in all respects, and that each of Scott Kreeger, Terry Glebocki, Loretta Pickus and Shaun Martin, as officers or authorized persons (as applicable) of each Company (each of Mr. Kreeger, Ms. Glebocki, Ms. Pickus and Mr. Martin, an "Authorized Person"), be, and hereby is, authorized, empowered and directed, on behalf of each Company, to execute the petitions and to cause the same to be filed with the United States Bankruptcy Court for the District of New Jersey or such other District (the "Bankruptcy Court") at such time as the Authorized Person executing said petitions shall determine; and it is further

RESOLVED, that each Authorized Person be, and hereby is, authorized, empowered and directed to execute and file all petitions, schedules, lists and other papers and to take any and all actions, which such Authorized Person may deem necessary or proper, in connection with the prosecution of the chapter 11 cases, including retaining and employing legal counsel, or otherwise, which such Authorized Person may deem necessary or proper with a view to the successful prosecution of the chapter 11 cases; and it is further

RESOLVED, that each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of each Company, the law firm of White & Case LLP upon such terms and conditions as the Authorized Persons shall approve to render legal services to, and to represent each Company in connection with the chapter 11 proceedings; and it is further

RESOLVED, that each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of each Company, the law firm of Fox Rothschild LLP or such other law firm as such Authorized Person shall determine upon such terms and conditions as such Authorized Person shall approve to render legal services to, and to represent each Company in connection with the chapter 11 proceedings; and it is further

RESOLVED, that each Authorized Person be, and hereby is, authorized and empowered to retain, on behalf of each Company, other attorneys, financial advisors, communications and public relations consultants, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist in the Companies' chapter 11 cases upon such terms and conditions as such Authorized Person shall approve; and it is further

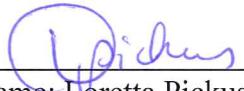
RESOLVED, that in connection with the commencement of the chapter 11 cases, each Authorized Person be, and hereby is, authorized and empowered, on behalf of each Company, to negotiate, execute and deliver that certain Debtor In Possession Credit Agreement by and among the Companies, as the borrower or guarantor, as applicable, Wells Fargo Bank, N.A., as administrative agent, collateral agent and issuing bank, and Wells Fargo Principal Lending, LLC, as sole lead arranger and sole bookrunner, a draft of which credit agreement has been previously provided to the Authorizing Body, and any agreements, certificates or other documents required or contemplated thereby, subject, in each case, to such changes therein or amendments thereto as any Authorized Person shall approve, such approval to be conclusively evidenced by the execution and delivery of the applicable changes or amendments; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person to file the voluntary petitions for relief under chapter 11 of the Bankruptcy Code or in any other connection with the chapter 11 cases, or any manner related thereto, or by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed and approved; and it is further

RESOLVED, that each Authorized Person be and hereby is, with full authority to act without the others, authorized, empowered and directed, on behalf and in the name of each Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that any and all actions previously taken by any Authorized Person prior to the date hereof in furtherance of the foregoing resolutions be, and hereby are, ratified, confirmed and approved as the acts and deeds of each Company, as applicable.

General Counsel & Secretary of REVEL AC, INC.

  
Name: Loretta Pickus

Acknowledged and agreed by:

REVEL AC, INC., as sole member of REVEL,  
AC, LLC

  
Name: Loretta Pickus  
Title: Authorized Person

REVEL AC, LLC, as sole member of REVEL  
ATLANTIC CITY, LLC

  
Name: Loretta Pickus  
Title: Authorized Person

REVEL AC, LLC, as sole member of REVEL  
ENTERTAINMENT GROUP, LLC

  
Name: Loretta Pickus  
Title: Authorized Person

REVEL ENTERTAINMENT GROUP, LLC,  
as sole member of NB ACQUISITION, LLC

  
Name: Loretta Pickus  
Title: Authorized Person

NB ACQUISITION, LLC as sole member of  
SI LLC

  
Name: Loretta Pickus  
Title: Authorized Person

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY  
**Caption in compliance with D.N.J. LBR 9004-2(c)**

**FOX ROTHSCHILD LLP**

(Formed in the Commonwealth of Pennsylvania)  
Michael J. Viscount, Jr., Esq.  
Raymond M. Patella, Esq.  
1301 Atlantic Avenue, Suite 400  
Atlantic City, NJ 08401  
(609) 348-4515/fax 609-348-6834  
[mviscount@foxrothschild.com](mailto:mviscount@foxrothschild.com)  
[rpatella@foxrothschild.com](mailto:rpatella@foxrothschild.com)

**WHITE & CASE LLP**

John K. Cunningham, Esq. (*pro hac vice* pending)  
Richard S. Kebrdle, Esq. (*pro hac vice* pending)  
Kevin M. McGill, Esq. (*pro hac vice* pending)  
Southeast Financial Center  
200 South Biscayne Blvd., Suite 4900  
Miami, FL 33131  
(305) 371-2700/fax (305) 358-5744  
[jcunningham@whitecase.com](mailto:jcunningham@whitecase.com)  
[rkebrdle@whitecase.com](mailto:rkebrdle@whitecase.com)  
[kmcgill@whitecase.com](mailto:kmcgill@whitecase.com)

*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

In re:

REVEL AC, INC.,

Debtor.<sup>1</sup>

Chapter 11

Case No. 14-\_\_\_\_\_ ( )

Joint Administration Requested

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Rule 1007(a)(1) of the Federal Rules of Bankruptcy

Procedure, Revel AC, Inc. (the "Debtor") hereby states that the following corporations directly or indirectly own ten percent (10%) or more of any class of the equity interests in the Debtor:

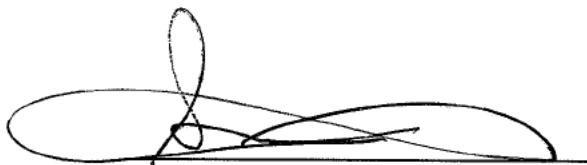
<sup>1</sup> The last four digits of Revel AC, Inc.'s federal tax identification number are 3856. The location of Revel AC, Inc.'s corporate headquarters is 500 Boardwalk, Atlantic City, New Jersey 08401.

*Common Units*

<u>Owner</u>	<u>Percentage Owned</u>
Chatham Revel VoteCo, LLC	27.4%
Canyon RC Holdings LLC	15.7%
American High-Income Trust	11.5%

I, the undersigned authorized officer of the Debtor in this chapter 11 case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing and that it is true and correct to the best of my information and belief, with reliance on appropriate corporate officers.

Dated: June 19, 2014



Name: Scott Kreeger  
Title: President and Chief Operating Officer

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

**Caption in compliance with D.N.J. LBR 9004-2(c)**

**FOX ROTHSCHILD LLP**

(Formed in the Commonwealth of Pennsylvania)

Michael J. Viscount, Jr., Esq.

Raymond M. Patella, Esq.

1301 Atlantic Avenue, Suite 400

Atlantic City, NJ 08401

(609) 348-4515/fax 609-348-6834

mviscount@foxrothschild.com

rpatella@foxrothschild.com

**WHITE & CASE LLP**

John K. Cunningham, Esq. (*pro hac vice* pending)

Richard S. Kebrdle, Esq. (*pro hac vice* pending)

Kevin M. McGill, Esq. (*pro hac vice* pending)

Southeast Financial Center

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Miami, FL 33131

(305) 371-2700/fax (305) 358-5744

jcunningham@whitecase.com

rkebrdle@whitecase.com

kmcgill@whitecase.com

*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

In re:

REVEL AC, INC.,

Debtor.<sup>1</sup>

Chapter 11

Case No. 14-\_\_\_\_\_ ( )

Joint Administration Requested

**LIST OF EQUITY SECURITY HOLDERS**

<sup>1</sup> The last four digits of Revel AC, Inc.'s federal tax identification number are 3856. The location of Revel AC, Inc.'s corporate headquarters is 500 Boardwalk, Atlantic City, New Jersey 08401.

### I. Common Units

<u>Name</u>	<u>Address</u>	<u>Units</u>	<u>% Equity Interest</u>
Chatham Revel VoteCo, LLC	26 Main Street, Suite 204, Chatham, NJ 07928	2,164,832	27.4%
Capital Guardian U.S. High-Yield Fixed- Income Master Fund	333 South Hope Street, 55th Floor, Los Angeles, CA 90071	10,417	0.13%
State of Alaska Permanent Fund	333 South Hope Street, 55th Floor, Los Angeles, CA 90071	5,826	0.07%
Capital Guardian Global High-Income Opportunities Master Fund	333 South Hope Street, 55th Floor, Los Angeles, CA 90071	15,164	0.19%
American Funds Insurance Series - Asset Allocation Fund	333 South Hope Street, 55th Floor, Los Angeles, CA 90071	91,401	1.2%
American Funds Insurance Series - Bond Fund	333 South Hope Street, 55th Floor, Los Angeles, CA 90071	19,511	0.25%
American Funds Insurance Series - High-Income Bond Fund	333 South Hope Street, 55th Floor, Los Angeles, CA 90071	125,906	1.6%
American High- Income Trust	333 South Hope Street, 55th Floor, Los Angeles, CA 90071	908,183	11.5%
Capital Income Builder	333 South Hope Street, 55th Floor, Los Angeles, CA 90071	41,667	0.53%
The Bond Fund of America	333 South Hope Street, 55th Floor, Los Angeles, CA 90071	222,053	2.8%
The Income Fund of America	333 South Hope Street, 55th Floor, Los Angeles, CA 90071	529,539	6.7%
Canyon RC Holdings LLC	2000 Avenue of the Stars, 11th Floor, Los Angeles, CA 90067	1,238,986	15.7%
Credit Suisse Securities (USA) LLC	11 Madison Avenue, 23rd Floor, New York, NY 10010	473,847	6.0%

Trust under the Revel AC, Inc. 2013 Management Equity Incentive Plan	c/o Delaware Charter Guarantee & Trust Company, 5080 Spectrum Drive, Suite 700E, Addison, TX 75001	394,737	5.0%
Hartford Life Insurance Company	55 Farmington Avenue, Hartford, CT 06105	256,569	3.2%
Omega Charitable Partnership, L.P.	88 Pine Street, 31st Floor, New York, NY 10005	251,047	3.2%
Oppenheimer Global Strategic Income Fund	6803 South Tucson Way, Englewood, CO 80112	74,115	0.94%
Oppenheimer Master Loan Fund LLC	6803 South Tucson Way, Englewood, CO 80112	103,780	1.3%
Oppenheimer Global Allocation Fund	6803 South Tucson Way, Englewood, CO 80112	6,041	0.08%
Oppenheimer Senior Floating Rate Fund	6803 South Tucson Way, Englewood, CO 80112	433,506	5.5%
Oppenheimer Global Strategic Income Fund/VA	6803 South Tucson Way, Englewood, CO 80112	19,163	0.24%
Aladdin Credit Intermediate Fund Ltd.	6 Landmark Square, Stamford, CT 06901	41,342	0.5%
Aladdin Intermediate Fund (Ireland) II Limited	6 Landmark Square, Stamford, CT 06901	9,863	0.12%
Intermediate Fund (Ireland) Limited	6 Landmark Square, Stamford, CT 06901	14,827	0.18%
MC Credit Products DIP SMA LP	6 Landmark Square, Stamford, CT 06901	8,968	0.11%
Mudrick Distressed Opportunity Fund Global, LP	477 Madison Avenue, 12th Floor, New York, NY 10022	133,464	1.7%
Blackwell Partners LLC	477 Madison Avenue, 12th Floor, New York, NY 10022	41,474	0.52%

Knighthead Master Fund, LP	1140 Avenue of the Americas 12th Fl, New York, NY 10036	7,761	0.09%
LMA SPC for and on Behalf of Map 84 Segregated Portfolio	1140 Avenue of the Americas 12th Fl, New York, NY 10036	593	0.007%
Libertyview Credit Alpha Master Fund, L.P.	Harborside Financial Center Plaza 10, 3 Second Street, Suite #202, Jersey City, New Jersey 07311	31,876	0.4%
Rimrock High Income Plus (Master) Fund, Ltd.	100 Innovation Suite 200, Irvine, CA 92617	178,834	2.3%
Rimrock Low Volatility (QP) (Master) Fund, Ltd.	100 Innovation Suite 200, Irvine, CA 92617	31,866	0.41%
Rimrock Low Volatility (Master) Fund, Ltd.	100 Innovation Suite 200, Irvine, CA 92617	7,414	0.10%
The Royal Bank of Scotland PLC	600 Washington Boulevard, Stamford, CT 06901	168	0.0%

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UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY  
**Caption in compliance with D.N.J. LBR 9004-2(c)**

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*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

In re:

REVEL AC, INC.,

Debtor.<sup>1</sup>

Chapter 11

Case No. 14-\_\_\_\_\_ (\_\_\_\_)

Joint Administration Requested

**CERTIFICATION CONCERNING EQUITY SECURITY HOLDERS**

The above-captioned debtor and debtor in possession (the “Debtor”) hereby certifies under penalty of perjury that the list submitted herewith, pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, containing the *List of Equity Security Holders*

<sup>1</sup> The last four digits of Revel AC, Inc.’s federal tax identification number are 3856. The location of Revel AC, Inc.’s corporate headquarters is 500 Boardwalk, Atlantic City, New Jersey 08401.

of the Debtor for the membership interests only is complete, and, to the best of the Debtor's knowledge, correct and consistent with Debtor's books and records.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 19th day of June, 2014.

  
Signature: \_\_\_\_\_  
By: Scott Kreeger  
Title: President and Chief Operating Officer

**UNITED STATES BANKRUPTCY COURT  
District Of New Jersey**

In re Revel AC, Inc., et al.

Debtors

Case No. 14-  
Chapter 11

**CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

Following is the list of the creditors holding the 30 largest unsecured claims against Revel AC, Inc. and its affiliated debtors and debtors in possession (collectively, the "Debtors"). The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. If a minor child is one of the creditors holding the 30 largest unsecured claims, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian", have been stated and the child's name has not been disclosed. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
ACR Energy Partners LLC ATTN: Dave Robbins PO Box 152 Hammonton, NJ 08037	ACR Energy Partners LLC ATTN: Dave Robbins PO Box 152 Hammonton, NJ 08037	Other		\$ 9,604,058.68
National Union Fire Ins.of Pit 175 Water Street New York, NY 10038	National Union Fire Ins.of Pit 175 Water Street New York, NY 10038	Other		5,926,595.40
PHD Media LLC 220 East 42nd Street 7th Floor New York, NY 10017	PHD Media LLC 220 East 42nd Street 7th Floor New York, NY 10017	Trade		2,034,042.99
Atlantic City Alliance Historic Boardwalk Hall 2301 Boardwalk Atlantic City, NJ 08401	Atlantic City Alliance Historic Boardwalk Hall 2301 Boardwalk Atlantic City, NJ 08401	Other		999,259.00
NJ DOL & Workforce Development Attn: Bankruptcy Unit PO Box 379 Trenton, NJ 08625	NJ DOL & Workforce Development Attn: Bankruptcy Unit PO Box 379 Trenton, NJ 08625	Other		895,061.00
U S Foods Inc 2255 High Hill Road Bridgeport, NJ 08014-0545	U S Foods Inc 2255 High Hill Road Bridgeport, NJ 08014-0545	Trade		379,974.82
CRDA 15 S Pennsylvania Avenue Atlantic City, NJ 08401	CRDA 15 S Pennsylvania Avenue Atlantic City, NJ 08401	Trade		298,815.00
IGT ATTN: Dea / Credit 6355 S. Buffalo Drive Las Vegas, NV 89113-7866	IGT ATTN: Dea / Credit 6355 S. Buffalo Drive Las Vegas, NV 89113-7866	Other		259,699.42
Casino Control Fund Tennessee Ave. & Boardwalk Atlantic City, NJ 08401	Casino Control Fund Tennessee Ave. & Boardwalk Atlantic City, NJ 08401	Other		259,496.19
The Media & Marketing Group Voorhees Town Center 220 Laurel Road Voorhees, NJ 08043	The Media & Marketing Group Voorhees Town Center 220 Laurel Road Voorhees, NJ 08043	Trade		202,279.06
Bunzl 12765 Collections Center Drive Chicago, IL 60693	Bunzl 12765 Collections Center Drive Chicago, IL 60693	Trade		159,568.53
Schindler 200 West Parkway Drive Egg Harbor Township, NJ 08234	Schindler 200 West Parkway Drive Egg Harbor Township, NJ 08234	Trade		152,746.57

In re Revel AC, Inc., et al.

Case No. 14-

Debtors

**CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim [if secured, also state value of security]
Sobel Westex P.O. Box 848933 Los Angeles, CA 90084-8933	Sobel Westex P.O. Box 848933 Los Angeles, CA 90084-8933	Trade		\$ 149,478.37
Idea Boardwalk LLC 5555 Badura Avenue Las Vegas, NV 89119	Idea Boardwalk LLC 5555 Badura Avenue Las Vegas, NV 89119	Trade	Contingent, Unliquidated, Disputed, Subject to setoff	147,636.32
Siemens Industry Inc 1450 Union Meeting Road Blue Bell, PA 19422	Siemens Industry Inc 1450 Union Meeting Road Blue Bell, PA 19422	Trade		141,784.52
American Cut 450 7th Avenue Suite 4200 New York, NY 10123	American Cut 450 7th Avenue Suite 4200 New York, NY 10123	Trade	Subject to setoff	141,579.11
Encore Event Technologies 1500 W Shure Drive Suite 175 Arlington Heights, IL 60004	Encore Event Technologies 1500 W Shure Drive Suite 175 Arlington Heights, IL 60004	Trade		136,113.55
International Business Machine PO Box 643600 Pittsburgh, PA 15264-3600	International Business Machine PO Box 643600 Pittsburgh, PA 15264-3600	Trade		128,563.09
SHFL Entertainment PO Box 846961 Los Angeles, CA 90084-6961	SHFL Entertainment PO Box 846961 Los Angeles, CA 90084-6961	Trade		127,889.50
Purchasing Management Intl 4055 Valley View Lane Suite450 Dallas, TX 75244	Purchasing Management Intl 4055 Valley View Lane Suite450 Dallas, TX 75244	Trade		118,523.33
TY Group LLC P.O. Box 538033 Atlanta, GA 30353-8033	TY Group LLC P.O. Box 538033 Atlanta, GA 30353-8033	Trade		108,192.21
Exhale Mind Body Spa 250 West 57th Street New York, NY 10107	Exhale Mind Body Spa 250 West 57th Street New York, NY 10107	Trade	Subject to setoff	102,917.93
Amada 2929 Arch Street Philadelphia, PA 19104	Amada 2929 Arch Street Philadelphia, PA 19104	Trade	Subject to setoff	101,755.95
Sysco Guest Supply LLC P.O. Box 910 Monmouth Junction, NJ 08852-0910	Sysco Guest Supply LLC P.O. Box 910 Monmouth Junction, NJ 08852-0910	Trade		89,541.88
Paris Produce Company 124 Old Turnpike PO Box 1214 Pleasantville, NJ 08232	Paris Produce Company 124 Old Turnpike PO Box 1214 Pleasantville, NJ 08232	Trade		75,501.75
A Esposito Inc 1001 South 9th Street Philadelphia, PA 19147	A Esposito Inc 1001 South 9th Street Philadelphia, PA 19147	Trade		71,229.96

In re Revel AC, Inc., et al.

Case No. 14-

Debtors

**CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Azure LLC 450 7th Avenue Suite 4200 New York, NY 10123	Azure LLC 450 7th Avenue Suite 4200 New York, NY 10123	Trade	Subject to setoff	\$ 67,066.72
A&M Industrial 37 West Cherry Street Rayway, NJ 07065	A&M Industrial 37 West Cherry Street Rayway, NJ 07065	Trade		65,383.75
Lugo AC LLC 450 Seventh Avenue Suite 4200 New York, NY 10123	Lugo AC LLC 450 Seventh Avenue Suite 4200 New York, NY 10123	Trade	Subject to setoff	61,646.15
Casino Lobster 120 West Merion Ave. Pleasantville, NJ 08232	Casino Lobster 120 West Merion Ave. Pleasantville, NJ 08232	Trade		60,245.43

UNITED STATES BANKRUPTCY COURT  
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*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

In re:

REVEL AC, INC., et al.,

Debtors.<sup>1</sup>

Chapter 11

Case No. 14-\_\_\_\_\_ ( )

Joint Administration Requested

**DECLARATION CONCERNING CREDITOR LIST**

I, the undersigned authorized officer of the debtors in the above-captioned chapter 11 cases (the "Debtors"), declare under penalty of perjury under the laws of the United States of

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Revel AC, Inc. (3856), Revel AC, LLC (4456), Revel Atlantic City, LLC (9513), Revel Entertainment Group, LLC (2321), NB Acquisition, LLC (9387) and SI LLC (3856). The location of the Debtors' corporate headquarters is 500 Boardwalk, Atlantic City, New Jersey 08401.

America that I have reviewed the foregoing consolidated List of Creditors Holding 30 Largest Unsecured Claims and that the list is true and correct to the best of my information and belief, with reliance on appropriate corporate officers and the Debtors' books and records.

Dated: June 19, 2014

  
Signature: \_\_\_\_\_  
Name: Scott Kreeger  
Title: President and Chief Operating Officer